

## **APPENDICES**

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## **APPENDIX A**

As Amended on March 26, 2003

**BYLAWS  
of  
THE NATIONAL RAILROAD RETIREMENT  
INVESTMENT TRUST**

**A Trust Established Pursuant to  
The Railroad Retirement and Survivors' Improvement Act of 2001**

**ARTICLE I**

**Purposes**

The National Railroad Retirement Investment Trust (hereinafter, the "Trust") is organized exclusively for the purposes set forth in Section 105 of The Railroad Retirement and Survivors' Improvement Act of 2001 (the "Act"): to manage and invest the assets of the Trust. Section 105(a) of the Act provides for the establishment of a Board of Trustees (the "Board") to operate the Trust and authorizes the Board to make rules to govern its operations, employ professional staff, and contract with outside advisors to provide legal, accounting, investment advisory or other services necessary for the proper administration of the Trust. Subject to the provisions of the Act, applicable laws of the District of Columbia and these Bylaws, the Trust may conduct any or all lawful affairs necessary to manage and invest its assets.

## **ARTICLE II**

### **Trustees**

**Section 1. Powers.** Subject to the provisions of the Act, applicable laws of the District of Columbia and these Bylaws, the activities and affairs of the Trust shall be conducted and all powers shall be exercised by or under the direction of the Board. The Board may delegate the management of specific activities of the Trust to any person(s) or committees, provided that the activities and affairs of the Trust shall be managed and all powers shall be exercised under the direction of the Board. Without prejudice to the aforementioned general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove the officers, agents, independent contractors, employees and advisors of the Trust (including, but not limited to, legal counsel, independent advisers, investment managers, custodial institutions and public accountants, as prescribed by the Act), prescribe powers and duties for them and, where appropriate, fix their compensation.

(b) To conduct the affairs and activities of the Trust and to make such rules and regulations as the Board may deem appropriate for the proper administration of the Trust.

(c) To borrow money and incur indebtedness for the purposes of the Trust, and to cause to be executed and delivered therefor, in the Trust's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidences of debt and securities therefor.

(d) to acquire, by lease or by purchase, interests in real property in furtherance of the purposes of the Trust and to execute and deliver such agreements, indemnifications, undertakings, and other writings as may be required in connection therewith.

**Section 2. Number of Trustees, Selection and Term of Office.** Seven (7) Trustees shall be selected, qualified and appointed to staggered terms, in accordance with the provisions of Section 105(a) of the Act. The six (6) Trustees who are selected by rail labor and management shall have the power to select the Independent Trustee. Terms of office shall commence on February 1 of each year.

**Section 3. Vacancies.** Subject to the provisions of the Act, applicable laws of the District of Columbia and these Bylaws, any Trustee may resign, effective upon giving sixty days' written notice to the Board, or on such shorter notice as may be agreed between the Board and the resigning Trustee. Pursuant to Section 105(a) of the Act, a vacancy in the Board shall not affect the power of the Board and shall be filled in the same manner as the selection of the Trustee whose departure caused the vacancy. Each Trustee so selected shall hold office until the expiration of the term of the replaced Trustee and until a successor has been appointed.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Trustee. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any fiduciary duty arising under the Act or under any other applicable law governing the Trust.

**Section 4. Compensation.** The six (6) Trustees who are selected by rail labor and management shall have the power to fix the Independent Trustee's compensation for services to the Trust. None of the six (6) Trustees who are selected by rail labor and management shall receive compensation from the Trust; provided, however, that any such Trustee who is not employed by either rail labor or management shall be entitled to receive reasonable compensation to be determined by the other Trustees. All Trustees shall be entitled to receive reimbursement for reasonable costs incurred in connection with their attendance at Board meetings and performance of other services to the Trust.

**Section 5. Place of Meetings.** Meetings of the Board shall be held at any place, within or without the District of Columbia, which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the Trust.

**Section 6. Public Access to Board Meetings.** The Board shall have the authority to determine the extent to which individuals other than Trustees may attend meetings or otherwise participate in the deliberations of the Board; provided, however, that no such individual employed by rail labor or management shall be entitled to receive reimbursement for such activities.

**Section 7. Annual Meetings.** The Board shall hold an annual meeting for the purpose of organization and the transaction of business. Annual meetings of the Board shall be held without call or notice on **March 1 at 10:00 a.m.** local time or on such other date as the Board may specify.

**Section 8. Regular Meetings.** Regular meetings of the Board shall be held at least quarterly without call or notice on such dates as may be fixed by the Board.

**Section 9. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board or any three Trustees upon at least seven (7) business days' notice to each Trustee or on such shorter notice as all Trustees may agree.

**Section 10. Quorum.** Pursuant to Section 105(a) of the Act, five (5) Trustees constitute a quorum of the Board for the transaction of business. Investment guidelines must be adopted by a unanimous vote of the entire Board. Unless otherwise specified in the Act or these Bylaws, all other decisions of the Board shall be decided by a majority vote of the quorum present. Subject to the foregoing, every act or decision taken or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board.

**Section 11. Participation in Meetings Via Telephone or Video Conference.** Trustees and others entitled to participate in Board meetings may participate in meetings of the Board via telephone or video conference.

**Section 12. Adjournment.** A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Trustees who are absent from the adjourned meeting shall be given notice of the time and place at which such meeting will resume.

**Section 13. Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Trustees consent in writing (including by facsimile) to such action. Such written consent shall have the



same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board.

**Section 14. Rights of Inspection.** Every Trustee shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Trust.

**Section 15. Committees.** The Board may appoint one or more committees, including, but not limited to, (i) an Administrative Committee, (ii) an Audit Committee and (iii) an Investment Committee, each consisting of two or more Trustees. Except as otherwise provided in these Bylaws or in the Act, the Board may delegate to such committees any of the authority of the Board, provided that no such Committee shall have the authority to:

- (a) Amend or repeal these Bylaws or any other organizational documents of the Trust or the Board;
- (b) Fill vacancies on the Board or in any committee;
- (c) Appoint other committees of the Board or the members thereof;
- (d) Approve any self-dealing (or “conflict of interest”) transaction;
- (e) Adopt an agreement of merger or consolidation; or
- (f) Sell, lease or exchange Trust property and assets.

The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

Minutes shall be kept of each meeting of each committee, and such minutes shall be included as an appendix to the minutes of the next meeting of the Board

### **ARTICLE III**

#### **Officers**

**Section 1. Officers.** The officers of the Trust shall be a Chair, and such other officers as may be appointed by the Board. The Chair shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

**Section 2. Selection, Removal and Resignation.** The officers of the Trust shall be appointed by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be appointed.

Any officer may be removed, either with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board, and any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

**Section 3. Vacancies.** A vacancy in any office because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to such office. Such vacancies shall be filled as they occur.

## **ARTICLE IV**

### **Other Provisions**

**Section 1. Principal Office.** The principal office of the Trust shall be fixed and located at 1250 Eye Street, N.W., Washington, D.C., or such other address as the Board shall determine. The Board is granted full power and authority to change said principal office from one location to another. The Board may make such changes pursuant to this Section 1 without amending the Bylaws, provided that any such changes are documented in a Board resolution duly noted in the minutes of the meetings where such decisions are made.

**Section 2. Books and Records.** The Trust's books and records, together with all of the documents and papers pertaining to the business of the Trust, shall be kept and maintained at the principal office of the Trust. The fiscal year of the Trust shall end on September 30, unless otherwise provided for by the Board, and the books and records of the Trust shall be kept on a fiscal year basis and shall reflect all the transactions of the Trust and be appropriate and adequate for the Trust's business.

**Section 3. Representation of Ownership Interests.** The Board or any duly authorized delegate of the Board may vote, represent, and exercise on behalf of the Trust all rights incident to any and all shares of any corporation, or other interest in any entity, held in the name of the Trust. The authority herein granted may be exercised either by any such officer in person or by proxy or power of attorney.

**Section 4. Banking.** The Chair, or any duly authorized delegate of the Board, may: (i) make deposits into operating accounts held in the Trust's name and endorse checks, drafts, or other instruments for such deposits; and (ii) sign or countersign

checks, drafts, or other orders for the payment of money issued in the name of the Trust against any funds deposited into any such accounts.

## **ARTICLE V**

### **Indemnification**

The Trust shall indemnify, in the manner and to the fullest extent permitted by law (including, without limitation, the Act), any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Trust, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a Trustee or an employee of either a rail carrier or a rail union who performed services for the Trust at the direction of one or more Trustees. To the fullest extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement; and, in the manner provided by law, any such attorneys' fees and expenses may be paid by the Trust in advance of the final disposition of such action, suit or proceeding upon receipt, in each case, of an undertaking by or on behalf of the Trustee to repay such amounts, together with interest thereon, if it is ultimately determined that such Trustee is not entitled to indemnification with respect thereto.

## **ARTICLE VI**

### **Amendment, Construction and Definitions**

**Section 1. Amendments.** These Bylaws may be amended or repealed by a majority vote of a quorum of Trustees present at a duly held meeting or by a consent in writing of all Trustees.

**Section 2. Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Act and in any applicable laws of the District of Columbia not inconsistent with the Act shall govern the construction of these Bylaws.

## **APPENDIX B**

# **NRRIT**

**National Railroad Retirement Investment Trust**

## **INVESTMENT GUIDELINES**

The National Railroad Retirement Investment Trust (the "Trust") was established, effective February 1, 2002, pursuant to Section 15(j) of the Railroad Retirement Act of 1974 (the "Act"), as most recently amended by Public Law 107-90, the Railroad Retirement and Survivors' Improvement Act of 2001. The Trust's sole purpose is to manage and invest industry-funded Railroad Retirement assets. Domiciled in Washington, D.C., the Trust is a private, tax-exempt entity that is not an agency or instrumentality of the Federal government. Pursuant to the 2001 Act, the Trust is governed by a Board of seven Trustees -- three selected from railroad carriers, three selected from railroad labor unions, and an independent Trustee selected by the other six Trustees.

The Act authorizes the Trust to diversify the investment of the assets of the Railroad Retirement system into asset classes in a manner similar to defined benefit plans of other U.S. industries. Section 15(j)(4) of the Act directs the Board of Trustees to retain (i) independent advisers to assist them in the formulation and adoption of investment guidelines, and (ii) independent investment managers to invest the assets of the Trust in a manner consistent with such investment guidelines. Section 15(j)(5) of the Act sets forth fiduciary standards for the Trustees and directs them to discharge their duties solely in the interest of the Railroad Retirement Board and, through it, the participants and beneficiaries of the programs funded through the Trust. That section also directs the Trustees to diversify the Trust's investments "so as to minimize the risk of large losses and to avoid disproportionate influence over a particular industry or firm, unless under the circumstances it is clearly prudent not to do so." In accordance with these statutory directives, the Trustees have adopted the following Investment Guidelines to commence the diversification of the Trust's portfolio.

### **I. Investment Objectives**

The Trust's principal investment objectives are: (i) to ensure the timely and certain payment of benefits to eligible railroad retirement plan participants and beneficiaries, and (ii) to achieve a long term rate-of-return on assets sufficient to enhance the financial strength of the railroad retirement system.

### **II. Investment Guidelines**

The Trustees retained an independent investment advisory firm to conduct a comprehensive Asset/Liabilities & Asset Allocation study for the purposes of determining the most appropriate mix of assets for the Trust. The study analyzed the projected liabilities of the Trust and long-term expected return, risk, and the return correlation of various asset classes, as well as the expected return and risk of various portfolios of these asset classes. Using the guidance provided by this study, the Trustees have adopted the asset allocation policy and target ranges set forth below.

**A. Target Asset Allocation Strategy**

Asset Class	Policy Target	Target Range
<b>EQUITY</b>	<b>65%</b>	<b>60-70%</b>
Domestic (U.S.) Equities	40%	34-46%
International Equities	20%	17-23%
Private Equity	5%	3-7%
<b>FIXED INCOME (including cash)</b>	<b>35%</b>	<b>30-40%</b>
Investment Grade Bonds	30%	25-35%
High Yield Bonds	5%	3-7%

**B. Asset Allocation Strategy Implementation**

The Trustees recognize that it would be impossible to immediately diversify the Trust's assets into the full array of asset classes set forth in these guidelines in a prudent and cost-efficient manner. The diversification will be undertaken systematically, with a view toward achieving the target allocation (65 percent equity and 35 percent fixed income) over a reasonable time period. The proportions of Trust assets invested in the various asset classes will be maintained within the target ranges outlined above.

**C. Mandatory Rebalancing**

The following guidelines will be applied to maintain the desired asset allocation targets:

1. If, at the end of any calendar quarter, the proportion of Trust assets invested in any asset class (as calculated by the custodian bank) exceeds the limits of the target range for such asset class, as prescribed above, a rebalancing from such asset class to one or more other asset classes will be undertaken.
2. Rebalancing will be initiated promptly in the first month following receipt of a quarterly notice from the custodian bank that one or more asset classes have reached the target range limits prescribed above. Rebalancing should be completed promptly and in a cost effective manner.
3. If a rebalancing is not deemed advisable, written approval of the Trustees will be required to supercede the requirements of paragraph 1 above.

**D. Restrictions**

1. No more than 10% of the Trust's assets may be invested by any individual investment manager. This limitation shall not apply to assets invested by a manager retained to invest assets in index accounts.



2. Trust assets shall not be invested in securities of publicly traded corporations whose primary business is the operation of North American railroads. A list of these corporations is attached as Appendix A. This limitation does not apply to securities that are purchased as part of a broad market index account.
3. All investments shall be made in accordance with the Trust's Conflict of Interest Policy, adopted by the Trustees on July 19, 2002.

### **III. Selection/Appointment of Investment Managers**

Pursuant to the authority granted under Section 15(j)(4) of the Act, the Trustees will retain independent investment managers to invest the assets of the Trust consistent with these Investment Guidelines. A separate agreement between the Trust and each individual investment manager (each an "Investment Management Agreement") will document the specific responsibilities and compensation arrangements of each investment manager. Each such agreement shall be drafted in accordance with the Trust's Investment Guidelines which may be modified by the Trustee's from time to time. Each investment manager will have full discretion, within the parameters of the Investment Management Agreement, to (i) select securities and properties for investment, (ii) determine the timing and execute transactions and (iii) act in accordance with Trust's Proxy Voting Policy Statement.

### **IV. Performance Measurement**

Appropriate benchmarks will be established with respect to the various asset classes described above. Performance of the Trust will be measured currently and historically, based on compliance with these Investment Guidelines and by reference to the appropriate benchmarks. Time-weighted rates of return will be calculated for the Trust by the custodian bank.

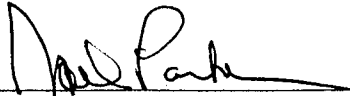
### **V. Voting of Proxies**

All proxies shall be voted solely in the interest of plan participants and beneficiaries as outlined in the Trust's Proxy Voting Policy Statement.

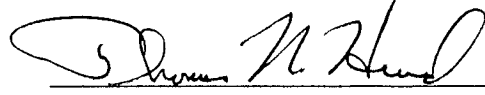
### **VI. Periodic Review and Amendment**

The Trustees will review these Investment Guidelines on a regular basis. Any material changes approved by the Trustees will be communicated to the investment managers.

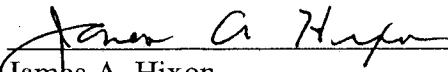
Approved and adopted by the undersigned Trustees at Washington, D.C. on August 21, 2002.



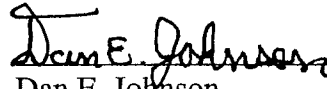
Joel Parker  
International Vice President  
Transportation Communications International Union



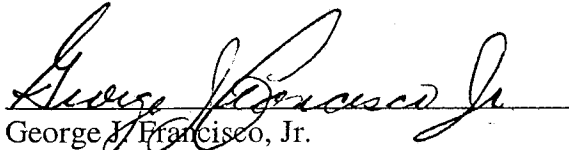
Thomas N. Hund  
Executive Vice President & Chief  
Financial Officer  
Burlington Northern Santa Fe  
Corporation



James A. Hixon  
Senior Vice President-Administration  
Norfolk Southern Corporation



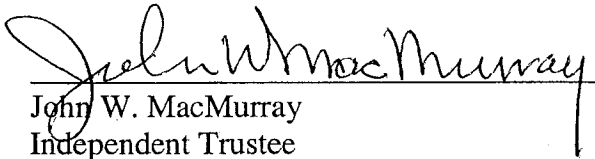
Dan E. Johnson  
General Secretary-Treasurer  
United Transportation Union



George J. Francisco, Jr.  
President  
SEIU, National Conference of Firemen and Oilers



Bernie Gutschewski  
Vice President -Taxes  
Union Pacific Corporation



John W. MacMurray  
Independent Trustee

## **APPENDIX A**

Note: The entities listed below are classified by the U.S. Securities and Exchange Commission as being primarily engaged in "railroads" or "line haul operating," pursuant to section 482111 of the North American Industry Classification System.

BURLINGTON NORTHERN SANTA FE CORP  
CANADIAN NATIONAL RAILWAY CO  
CANADIAN PACIFIC RAILWAY LTD/CN  
CSX CORP  
FLORIDA EAST COAST INDUSTRIES INC  
GENESEE & WYOMING INC  
KANSAS CITY SOUTHERN  
NORFOLK SOUTHERN CORP  
RAILAMERICA INC /DE  
UNION PACIFIC CORP

## **APPENDIX C**

## **MEMORANDUM OF UNDERSTANDING**

### ***Budgetary, Accounting and Financial Reporting Responsibilities Respecting Assets Held by the National Railroad Retirement Investment Trust***

The Railroad Retirement Board (RRB), the National Railroad Retirement Investment Trust (the Investment Trust), the Department of the Treasury (Treasury), and the Office of Management and Budget (OMB) (collectively, the Parties), agree on the following budgetary, accounting and financial reporting responsibilities respecting assets transferred to and from, and held by, the Investment Trust for RRB.

#### **1.0 General**

The Parties agree that, (i) while the Railroad Retirement and Survivors' Improvement Act of 2001 (P.L. 107-90) (the Act) provides that the Investment Trust is not a department, agency, or instrumentality of the Federal Government, the cash and investments held by the Investment Trust for RRB are nevertheless assets of the Federal Government and must be accounted for and reported as such; (ii) the Act provides that the Investment Trust is not subject to the requirements of Title 31 of the U.S. Code (including apportionment); and (iii) the annual audit of the Investment Trust required by the Act shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP).

#### **2.0 Fiscal Year of the Investment Trust**

The Investment Trust will use the same fiscal year as the Federal Government. Currently, the Federal Government's fiscal year begins on October 1 and ends on September 30 of the following calendar year.

#### **3.0 Account Structure**

The transactions of the Investment Trust shall be reported using a separate trust fund account symbol, with RRB being the program agency for that account. The following Treasury Fund Account Symbols have been reserved to report this activity:

60X8118	National Railroad Retirement Investment Trust
60X8118.1	Gains and losses on non-Federal securities, National Railroad Retirement Investment Trust
60X8118.2	Earnings on investments in Federal securities, National Railroad Retirement Investment Trust
60X8118.3	Interest and dividends on non-Federal securities, National Railroad Retirement Investment Trust
60X8118.4	Payment from the Railroad Retirement Account, National Railroad Retirement Investment Trust

- 60X8118.5     Payment from the Social Security Equivalent Benefit Account, National Railroad Retirement Investment Trust
- 60X8118.6     Payment from the Railroad Retirement Supplemental Account, National Railroad Retirement Investment Trust

Federal securities are securities issued by the Treasury and securities issued by a Federal agency. Non-Federal securities include all permitted investments, excluding Federal securities. For purposes of this memorandum, securities that are guaranteed by Federal agencies are considered to be non-Federal securities.

Treasury's Financial Management Service (FMS) has established the accounts described above (with the designation account symbol of 60X8118) in FMS's central accounting and financial reporting system. Using this new account number, Treasury's Bureau of the Public Debt (BPD) will establish a separate investment account within BPD's investment accounting system for Investment Trust activity. This separate account will be reflected in separate line items on both the Monthly Treasury Statement and the Monthly Statement of the Public Debt for the activity of the Investment Trust.

#### **4.0     Accounting Treatment of Non-Federal Security Purchases and Sales by the Investment Trust**

Purchases and sales of non-Federal securities (other than gains and losses) by the Investment Trust will be treated as a means of financing, as required by section 105(c) of the Act.

#### **5.0     Receipts to the Railroad Retirement System**

Treasury's Internal Revenue Service will continue to collect and deposit receipts from the railroad industry for funding of the Railroad Retirement System. Nothing in this memorandum is to be construed as altering that arrangement. Receipts will initially be credited to the Railroad Retirement Account (RRA) or the Social Security Equivalent Benefit Account (SSEBA), as appropriate. RRB shall continue to account for these receipts, in accordance with Treasury guidance issued from time to time.

##### **5.1     Investment in the RRA and the SSEBA**

The receipts credited to the RRA and the SSEBA will be automatically invested by BPD in par-value Treasury special securities maturing on the first business day of the following month unless RRB provides specific instructions to do otherwise. Proceeds from maturing securities in the RRA and the SSEBA will be automatically re-invested by BPD in par-value Treasury special securities maturing on the first business day of the following month unless RRB provides specific instructions to do otherwise.

## **5.2 Receipts of the Investment Trust**

Receipts of the Investment Trust will be recorded in the following sub-accounts:

- Gains and losses on non-Federal securities (60X8118.1);
- Earnings on investments in Federal securities (60X8118.2);
- Interest and dividends on non-Federal securities (60X8118.3);
- Payment from the Railroad Retirement Account (60X8118.4);
- Payment from the Social Security Equivalent Benefit Account (60X8118.5); and,
- Payment from the Railroad Retirement Supplemental Account (60X8118.6).

## **6.0 Transfers of Assets from RRB to the Investment Trust**

Subject to the Act and this Memorandum of Understanding, RRB shall determine the timing and the amount of transfers of assets from the RRA, SSEBA, and the Railroad Retirement Supplemental Account (RRSA) to the Investment Trust.

### **6.1.1 Cash Transfers**

RRB shall direct Treasury to transfer cash from the RRA, SSEBA, and RRSA to the Investment Trust. RRB has provided Treasury's Office of Cash and Debt Management (OCDM) with an initial schedule of expected transfers for a period of six months (September 2002 through February 2003). RRB shall provide OCDM with updates to the initial schedule if there are any changes to the dates and amounts of the expected transfers. If it is determined that the transfers will extend beyond the initial six-month schedule, RRB shall provide a revised schedule to cover periods not included on the original schedule (i.e. beyond February 2003) as soon as it is known that transfers will extend beyond this period.

If the need arises for RRB to make transfers from the Investment Trust to the RRA to fund Treasury-disbursed payments, RRB shall provide OCDM with the anticipated amount(s) to be transferred between the Investment Trust and the RRA.

These updates to the initial schedule of cash transfers and notices of transfers from the Investment Trust to RRB shall be pursuant to the business rules contained in Section 6.1.2. All updated schedules and notices shall be delivered in writing to:

David J. Monroe  
Director, Office of Cash and Debt Management  
Department of the Treasury  
1500 Pennsylvania Ave, NW  
Washington, DC 20220  
Fax Number – (202) 622-4775

### **6.1.2 Notice for Specific Cash Transfers**

Below are the business rules for providing advance notification to Treasury for daily cash management purposes. For each specific transfer of cash projected in the schedule provided in section 6.1.1, RRB shall provide:

- fifteen (15) business days advance written notification for amounts greater than \$2 billion,
- five (5) business days advance written notification for amounts between \$500 million and \$2 billion,
- two (2) business days advance notification of amounts between \$50 million and \$500 million, and
- transfers of less than \$50 million do not require advance notification.

(See Attachment A for the procedures to transfer cash assets to the Investment Trust. Additional guidance on the reporting of large dollar transfers is provided in the Treasury Financial Manual, Volume 1, Part 6, Section 8500 (<http://www.fms.treas.gov/tfm/vol1/v1p6c850.txt>.)

### **6.2 Transfers of Securities**

Subject to the Act, RRB may request Treasury to transfer certain Treasury securities to the Investment Trust. Only securities held by RRB on the date of enactment of the Act (i.e. on December 21, 2001) are eligible to be transferred. RRB shall identify to BPD any specific securities to be transferred to the Investment Trust. Notification shall be signed by the contact for RRB account on file with BPD, and shall be delivered prior to 3:00 p.m. (Eastern Time) in writing to:

Susan Chapman  
Director, Division of Federal Investments  
Office of Public Debt Accounting  
Bureau of the Public Debt  
P.O. Box 1328  
Parkersburg, WV 26106  
Phone Number (304) 480-5111  
Fax Number (304) 480-5212

BPD will transfer these securities to the Investment Trust by changing the account in which the securities are held in BPD's investment accounting system from the Railroad Retirement Account, 60X8011, to the Investment Trust account, 60X8118. No transaction activity (redemption or investment) will result from the transfer; however, RRB must report the transfer of the securities between the accounts to FMS. The securities will be maintained in non-marketable, book-entry form.

(See Attachment B for the procedures to transfer Treasury securities currently held by RRB to the Investment Trust.)



### **6.3 Accounting Treatment for Assets Held by the Investment Trust**

RRB will record all cash and investments held by the Investment Trust for RRB as Federal funds held outside of Treasury.

### **7.0 Reporting Requirements**

#### **7.1 Annual Report**

Section 105(a)(3)(E) of the Act requires the Investment Trust to submit an annual management report to Congress no later than 180 days after the end of the Investment Trust's fiscal year, and to provide a copy of the management report to the President, RRB, and OMB when it is submitted to Congress.

#### **7.2 Monthly Reporting Requirements**

As RRB continues to be responsible for the overall management of the Railroad Retirement System, RRB will be responsible for all budgetary and proprietary reporting of the Investment Trust's transactions, and for reporting to Treasury the amount of cash and the value of investments held by the Investment Trust. Treasury and OMB have developed specialized reporting requirements to handle the complexity added by the use of the Investment Trust to manage the Railroad Retirement System's assets and the disbursing agent to pay pension benefits.

- RRB is required to report all payments to and from the Investment Trust and the RRA, SSEBA, and RRSA on a monthly basis for the month in which the payment occurred.
- The Investment Trust may report on a one month delayed basis to RRB, which in turn will report the information to Treasury on a monthly basis. However, the Investment Trust will work towards improving the timeliness of its reporting, so that the transactions are reported as of the end of the month in which they occurred, consistent with all other Federal reporting.

##### **7.2.1 Monthly Reporting by RRB on the RRA and the SSEBA**

Nothing in this memorandum is to be construed as altering RRB's current requirements for monthly financial reporting of activity in the RRA and the SSEBA.

Transfers from the RRA and the SSEBA to the Investment Trust account will be reported as outlays of those accounts and as offsetting receipts of the Investment Trust account. Transfers from the Investment Trust account to the RRA will be reported as outlays of the Investment Trust account and as offsetting receipts of the RRA.

### **7.2.2 Timing of Monthly Reports by the Investment Trust to RRB**

The Investment Trust shall report the information described in sections 7.2.3, 7.2.4, and 7.2.5 on a monthly basis to RRB. Except when Treasury, OMB, RRB and the Investment Trust agree to an alternative reporting schedule, this means that the Investment Trust may report each month's transactions no later than the third workday day of the second month after the transactions have occurred. (Beginning January 2003, the Investment Trust may report no later than the second workday of the second month.)

### **7.2.3 Required Monthly Information**

Except as provided in Section 7.2.4, the Investment Trust shall report the following information to RRB:

- Total market value of non-Federal securities, end of month;
- Total interest earnings on Federal securities;
- Total interest and dividends earned on non-Federal securities;
- Total purchases of non-Federal securities;
- Total sales of non-Federal securities;
- Cash balance, end of month;
- Total purchases (at par) of Federal securities;
- Discounts and premiums on Federal securities at time of purchase
- Total sales (at par) of Federal securities;
- Payments to the disbursing agent;
- Administrative expenses; and,
- Payments received from the RRA, the SSEBA, and the RRSA.

Interest earnings on Federal securities (other than zero coupon bonds) shall include any purchase premiums and/or accrued interest at the time of purchase (as a negative), any periodic interest payments (as a positive), any gains realized from purchase discounts at the time of maturity or sale (as a positive)<sup>1</sup>, and any gains or losses on sale. Zero coupon bonds will be valued at market value on a monthly basis. The purchases and sales of all other Federal securities shall be reported at par. (Additional guidance to Federal agencies on reporting for accounts invested in Department of the Treasury securities is provided in the Treasury Financial Manual, Volume 1, Part 2, Chapter 4300 (<http://www.fms.treas.gov/tfm/vol1/v1p2c430.pdf>). For U.S. Standard General Ledger transactions related to reporting for accounts invested in Department of the Treasury securities, further guidance is available at <http://www.fms.treas.gov/ussgl>.)

Interest and dividends earned on non-Federal securities shall be reported on a gross basis. That is, if interest or dividends are reinvested, this shall be reported simultaneously as interest or dividends earned and as purchases of non-Federal securities.

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<sup>1</sup> Discounts are reported as a positive in subclass 75 (Unrealized Discount on Investments) at time of purchase. At maturity or sale, the purchase discount is reversed by reporting a negative receipt in subclass 75 and any gain realized from the discount is reported as interest in the 60X8118.2 receipt account as a positive.

RRB shall use the information provided by the Investment Trust to prepare the monthly financial reports for the Investment Trust account (60X8118) and report to Treasury. As long as the Railroad Retirement System payments are disbursed through a FMS Financial Center, RRB shall complete the Statement of Transactions (Form 224) by the fifth workday of the month (the third workday, beginning January 2003). Once the Railroad Retirement System payments are disbursed through a non-Federal disbursing agent, RRB shall complete the Statement of Accountability (Form 1219) and the Statement of Transactions (Form 1220) by the fifth workday of the month. RRB shall use the standard reporting procedures to complete these reports. (Additional guidance to Federal agencies on financial reporting is provided in the Treasury Financial Manual, Volume 1, Part 2. (<http://www.fms.treas.gov/tfm/vol1/v1p2c100.html>)).) The table in Appendix C provides detailed guidance for reporting each class of anticipated transactions.

#### **7.2.4 Monthly Valuation of Assets Held by the Investment Trust**

As mentioned above, RRB shall report the total market value of the portfolio of non-Federal securities held by the Investment Trust to Treasury on a monthly basis. Realized and unrealized gains and losses (net of purchases and sales) on the portfolio of non-Federal securities held by the Investment Trust shall be reported as offsetting receipts. The Investment Trust may report this mark-to-market valuation of the portfolio to RRB on a 30-day delay basis. RRB will calculate gains and losses on non-Federal securities as follows:

Total market value of non-Federal securities, end of the current month	
+ Sales of non-Federal securities	
- Purchases of non-Federal securities	
- Total market value of non-Federal securities, end of previous month	

The Parties agree that it would be difficult and expensive to revalue certain classes of non-Federal assets held by the Investment Trust on a monthly basis. Therefore, the Investment Trust shall be required to revalue monthly only assets for which current market quotations are readily available in nationally recognized financial media. The Investment Trust may revalue all other assets on an annual basis (at the end of the fiscal year).

#### **7.2.5 Administrative Expenses**

The Investment Trust shall report its direct expenditures for administrative expenses to RRB each month on an aggregate basis. In addition, at least once each year (at the end of the fiscal year) the Investment Trust shall report the amount of administrative expenses incurred by investment management firms that invest on its behalf. To the extent that these firms deduct their administrative expenses from earnings reported to the Investment Trust, the Investment Trust shall report the amount of estimated administrative expenses separately and increase amounts of earnings reported by the same amount.

### **7.2.6 Certification of Monthly Information**

RRB shall certify to Treasury that it has reported the information provided to it by the Investment Trust. RRB's certification will not be construed as certifying to the accuracy of the information provided by the Investment Trust. Ensuring the accuracy of the information provided on a monthly basis is a responsibility of the Investment Trust. However, RRB is responsible for ensuring that the annual information reported to Treasury is consistent with the Investment Trust's audited financial statements subject to differences between the budget and financial reporting in the basis for measurement of transactions. To the extent there are differences for other reasons, RRB will work with the Investment Trust to correct the information reported to Treasury.

### **7.2.7 Benefit Payments**

RRB's reporting of monthly benefit payments is not covered by the one month delay permitted by paragraph 7.2.2 because RRB will have the information necessary to report benefit payments at the end of the month in which the benefits are paid. Under the Act, RRB continues to have the responsibility for determining who is entitled to railroad retirement benefits, the amount of each benefit, and the timing of payments. In addition, RRB will direct the Investment Trust to transfer funds to the disbursing agent sufficient to pay railroad retirement non-SSEB tier 1, tier 2 and supplemental benefits.

### **7.3 Required Quarterly Reporting**

On a quarterly basis, RRB will also be required to complete FACTS II (Federal Agencies' Centralized Trial-Balance System II) reporting based on information provided by the Investment Trust. FACTS II will allow RRB to submit one set of accounting data (mostly budgetary, but some also proprietary) that fulfills the needs of the FMS 2108 Year-End Closing Statement and the SF 133 Report on Budget Execution. The reporting schedule and additional guidance related to FACTS II reporting is provided in the FMS website at <http://www.fms.treas.gov/ussgl/factsii/index.html>.

### **7.4 Required Yearly Reporting**

RRB shall report the financial information as required in the Treasury Financial Manual, Volume I, Part 2, Chapter 4000 (I TFM 2-4000) Federal Agencies' Centralized Trial-Balance System (FACTS I) to FMS, using Treasury Fund Account Symbol number 60X8118 which will include the information on the activities and balances of the Investment Trust.


### **8.0 Revision of Reporting Requirements**

If necessary, this memorandum will be updated as needed, with consent of the Parties, to reflect changes in reporting requirements published in OMB's Circular No. A-11.

### **Attachments**

9.0 Signatures

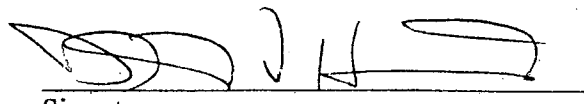
Railroad Retirement Board

  
Signature

Steven A. Bartholow  
General Counsel/Senior Executive Officer

10/16/2002  
Date

Department of the Treasury

  
Signature

Donald V. Hammond  
Fiscal Assistant Secretary

10/18/02  
Date

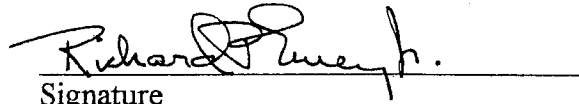
National Railroad Retirement  
Investment Trust

  
Signature

Enos T. Throop, Jr.  
Chief Investment Officer

October 21, 2002  
Date

Office of Management and Budget

  
Signature

Richard P. Emery, Jr.  
Assistant Director for Budget Review

10/28/2002  
Date

## Cash Transfer to the National Railroad Retirement Investment Trust Procedures

Objective	RRB / Trust Action	Treasury Action
Initial Transfer of Excess Balances (Cash) from RRB Accounts to Trust	<p>The Trust, through RRB, has provided a schedule to Treasury (OFAS) of pending transfers of the initial balances in the Railroad Retirement Account (60X8011), the Social Security Equivalent Benefit Account (60X8010) and the Railroad Retirement Supplemental Account – (60X8012). With this advance notification, funds can be made available to Trust on specified dates.</p> <p><i>Updates to the schedule of transfers should be provided, in writing, to:</i>  David J. Monroe  Director, Office of Cash and Debt Management  Department of the Treasury  1500 Pennsylvania Ave, NW  Washington, DC 20220  Fax Number – (202) 874-4775</p>	<p>Treasury (OFAS – OCDM) identifies need for requested amount of cash and plans to have funds available.</p> <p>Depending on size of transfer, Treasury may be able to make transfers of cash without the full 30-day notice. However, the 30-day notice will enable Treasury to ensure that the full amount of funds will be able to be transferred in 30 days. Treasury will work with RRB and the Trust on specific timing of transfers.</p>
	RRB instructs BPD to liquidate securities held in accounts 60X8011, 60X8010 and 60X8012 by sending redemption instruction to BPD designating specific securities to liquidate. (Standard procedures, using <b>Request for Investment/Redemption Form</b> )	BPD liquidates securities. Increases cash balance of investment accounts.
	<p>RRB instructs FMS to move cash balance from 60X8011, 60X8010 and/or 60X8012* account to Investment Trust's account at its designated custodial bank.</p> <p>RRB certifying officer will use the Electronic Certification System or complete a hardcopy SF 1166 and send it to FMS Regional Financial Center, to move money to Trust account outside of Treasury.</p>	FMS will effect the transfer of the funds to the Trust's account at its designated financial institution. (The transfer will most likely occur electronically, either by automated clearinghouse credit, or wire transfer at the option of RRB.)
	RRB will report the outlay of funds from accounts 60X8010, 60X8011, and/or 60X8012 on the current month SF 224 for those accounts, and report an offsetting receipt to account 60X8118 with a subclass of (41) on the current month SF 224 to indicate funds were moved to the Investment Trust outside of Treasury.	
<p>* Once all funds in the Supplemental Benefit Account (60X8012) are transferred to the Trust, this account will be eliminated. The other two accounts will have ongoing activity.</p>		

On-going transfers of funds to the Investment Trust	<p>RRB will identify amount of funds to move to the investment Trust.</p> <p>Funds shall be transferred in accordance with the notification timeframes outlined in Section 6.1.2.</p> <p><i>Notification should be sent in writing to:</i>  Cash Forecasting Division  Cash Accounting and Reporting Directorate  Financial Management Service Department of the Treasury  3700 East West Highway, Room 5A09  Hyattsville, Maryland 20782  Fax Number: 202-874-9945  Or: 202-874-9984  Telephone: 202-874-9790  e-mail: <a href="mailto:funds.control@fms.treas.gov">funds.control@fms.treas.gov</a></p>	
	<p>If funds are invested in short term, par-value-Treasury securities, RRB instructs BPD to liquidate securities held in accounts 60X8011, or 80X8010 by sending redemption instruction to BPD designating specific securities to liquidate. (Standard procedures, using <b>Request for Investment/Redemption Form</b>)</p>	BPD liquidates securities. Increases cash balance of investment accounts.
	<p>RRB instructs FMS to move a cash amount from the 60X8011 and/or 60X8010 account(s) to designated account of the Trust.</p> <p>RRB certifying officer will use the Electronic Certification System or complete a hardcopy SF 1166 and send it to FMS Regional Financial Center, to move money to Trust account outside of Treasury.</p>	FMS will effect the transfer of the funds to the Trust's account at its designated financial institution. (The transfer will most likely occur electronically, either by automated clearinghouse credit, or wire transfer at the option of RRB.)
	<p>RRB will report the outlay of funds from accounts 60X8010, 60X8011, and/or 60X8012 on the current month SF 224 for those accounts, and report an offsetting receipt to account 60X8118 with a subclass of (41) on the current month SF 224 to indicate funds were moved to the Investment Trust outside of Treasury.</p>	

**Securities Transfer to the National Railroad Retirement Investment Trust**  
***(Including the Transfer of the Proceeds of Redeemed***  
***Securities held by the Investment Trust)***

***Procedures***

Objective	RRB / Trust Action	Treasury Action
Transfer of Currently-held Securities from RRB to Trust	<p>RRB identifies specific securities to transfer to the Trust ownership. (In writing to BPD using established contact for RRB account as signatory.)</p> <p><i>(Notification should be provided, in writing, to:)</i>  Susan Chapman  Director, Division of Federal Investments  Office of Public Debt Accounting  Bureau of the Public Debt  P.O. Box 1328  Parkersburg, WV 26106  Phone Number (304) 480-5111  Fax Number (304) 480-5112</p>	BPD changes the ownership of the securities, by changing the account in which the securities are held in InvestOne from the RRB account, 60X8011, to the account for Trust activity, 60X8118. No transaction activity (redemption or investment) occurs.
	Trust must establish a designated contact for new account. Completes <b>Fund Information Form</b> and submits it to BPD at the above address.	
	RRB must report the transfer of securities from 60X8011 to 60X8118 to FMS via the monthly account transaction reporting (SF 224).	
Redemption of Securities held by the Trust at BPD	Trust completes <b>Request for Investment/Redemption Form</b> identifying security to be redeemed and submits it to BPD.	BPD liquidates designated securities and increases cash balance in Investment Account (60X8118).
Transfer of the Proceeds (Cash) of a Redemption to the Trust	<p>Trust requests that RRB instructs FMS to move cash balance from 60X8118 account to Trust.</p> <p>Funds shall be transferred in accordance with the notification timeframes outlined in Section 6.1.2.</p> <p><i>Notification should be sent in writing to:</i>  Cash Forecasting Division  Cash Accounting and Reporting Directorate  Financial Management Service Department of the Treasury  3700 East West Highway, Room 5A09  Hyattsville, Maryland 20782  Fax Number: 202-874-9945  Or: 202-874-9984  Telephone: 202-874-9790</p>	FMS will effect the transfer of the funds to the Trust account at its designated financial institution. (The transfer will most likely occur electronically, either by automated clearinghouse credit, or wire transfer at the option of RRB.)



	<p>e-mail: <a href="mailto:funds.control@fms.treas.gov">funds.control@fms.treas.gov</a></p> <p>RRB certifying officer will use the Electronic Certification System or complete a hardcopy SF 1166 and send to FMS Regional Financial Center, to move money to Trust account outside of Treasury.</p>	

Railroad Investment Trust  
Accounting for Transactions  
Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

Transaction		USFGL	SF 224	60X8010, 60X8011, 60X8012		60X8118	
				RRB	NRRIT	Debit	Credit
1. <u>Anticipated Appropriation</u>	Proprietary	None	None				
Budgetary	4120 Appropriations Anticipated - Indefinite 4450 Unapportioned Authority			100			100
2. <u>Apportionment</u>	Proprietary	None	None				
Budgetary	4450 Unapportioned Authority 4590 Apportionments Unavailable - Anticipated Resources			100			100
3. <u>Tax Receipts</u>	Proprietary	1010 Fund Balance With Treasury 5800 Tax Revenue Collected	60X8010.2 60X8011.2 (Reported by Treasury)	100			100
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4120 Appropriations Anticipated - Indefinite			100			100
4. <u>Apportionment and Allotment</u>	Proprietary	None	None				
Budgetary	4590 Apportionments Unavailable - Anticipated Resources 4510 Apportionments 4510 Apportionments 4610 Allotments - Realized Resources			100 100 100			100 100 100
5. <u>Transfer Funds to RIT</u>	Proprietary	5760 Expenditure Financing Sources - Transfers Out 1010 Fund Balance With Treasury	(09)60X8010 (09)60X8011 (09)60X8012 (41)60X8118 60X8118.5 60X8118.4 60X8118.6	85			85
Budgetary	1130 Funds Held by the Public 5750 Expenditure Financing Sources - Transfers In  4610 Allotments - Realized Resources 4902 Delivered Orders - Obligations, Paid 4114 Appropriated Trust or Special Fund Receipts 4620 Unobligated Funds Not Subject to Apportionment			85 85 85			85 85 85

Railroad Investment Trust  
Accounting for Transactions  
Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

Transaction	USSGL	SF 224	60X8010, 60X8011, 60X8012		60X8118	
			RRB	NRRIT	Debit	Credit
6. <u>Purchases of Treasury Securities at Par<sup>2</sup></u> Proprietary	1610 Investment in U.S. Securities (par) 1130 Funds Held by the Public	(88)60X8118 (41)60X8118			10	10
Budgetary	None					
7. <u>Sale of Treasury Securities at Par<sup>2</sup></u> Proprietary	1130 Funds Held by the Public 1610 Investment in U.S. Securities (par)	(41)60X8118 (98)60X8118			5	5
Budgetary	None					
8. <u>Earnings on Federal Securities</u> Proprietary	1130 Funds held by the Public 5310 Earnings on Investments	(41)60X8118 60X8118.2			1	1
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4620 Unobligated Funds Not Subject to Apportionment				1	1
9. <u>Purchase of Federal Agency Securities at Par<sup>2</sup></u> Proprietary	1620 Investment in Securities Other than Public Debt 1130 Funds held by the Public	(80)60X8118 (41)60X8118			10	10
Budgetary	None					
10. <u>Sale of Federal Agency Securities at Par<sup>2</sup></u> Proprietary	1130 Funds held by the Public 1620 Investment in Securities Other than Public Debt	(41)60X8118 (90)60X8118			10	10
Budgetary	None					
11. <u>RITC Purchases of Non-Federal Securities</u> Proprietary	1620 Investment in Securities Other than Public Debt 1130 Funds Held by the Public	(42)60X8118 <sup>1</sup> (41)60X8118			73	73
Budgetary	4620 Unobligated Funds Not Subject to Apportionment 4394 Receipts unavailable for Obligation Upon Collection				73	73

Railroad Investment Trust  
Accounting for Transactions  
Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

Transaction	USSGL	SF 224	60X8010, 60X8011, 60X8012		60X8118	
			RRB		NRRIT	
			Debit	Credit	Debit	Credit
12. <u>Mark to Market for Unrealized Gain (Non-Federal Securities)</u> Proprietary	1618 Market Adjustment - Investments 7180 Unrealized Gain - Investments	(42)60X8118 <sup>1</sup> 60X8118.1			20	20
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4394 Receipts Unavailable for Obligation Upon Collection				20	20
13. <u>RITC Sale of Non-Federal Securities</u> (reflecting market adjustment- realized gain)						
Proprietary	1130 Funds Held by the Public 1620 Investment in Securities Other than Public Debt 7110 Gains on Disposition of Assets 7180 Unrealized Gain - Investments 1618 Market Adjustment - Investments	(41)60X8118 (42)60X8118 <sup>1</sup> 60X8118.1 60X8118.1 (42)60X8118 <sup>1</sup>			100	73 27 20 20
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4394 Receipts Unavailable for Obligation Upon Collection 4620 Unobligated Funds Not Subject to Apportionment				7 93	100
14. <u>Payment of Admin Expenses</u> Proprietary	6100 Operating Expenses 1130 Funds Held by the Public 1010 Fund Balance with Treasury <sup>3</sup> 1010 Fund Balance with Treasury	(10)60X8118 (41)60X8118			2 2	2 2
Budgetary	4620 Unobligated Funds Not Subject to Apportionment 4902 Delivered Orders-Obligations, Paid				2	2
15. <u>Payment of Benefits</u> Proprietary	6400 Benefit Expenses 1130 Funds Held by the Public 1010 Fund Balance with Treasury <sup>3</sup> 1010 Fund Balance with Treasury	(61)60X8118 (41)60X8118			2 2	2 2
Budgetary	4620 Unobligated Funds Not Subject to Apportionment 4902 Delivered Orders-Obligations, Paid				2	2

Railroad Investment Trust  
Accounting for Transactions

Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

Transaction	USSGL	SF 224	60X8010, 60X8011, 60X8012				60X8118	
			RRB		NRRIT		Debit	Credit
			Debit	Credit	Debit	Credit		
16. <u>Interest and Dividends Received (Non-Federal Securities)</u>								
Proprietary	1130 Funds Held by the Public	(41)60X8118					5	
	5310 Interest Revenue	60X8118.3						5
Budgetary	4114 Appropriated Trust or Special Fund Receipts						5	
	4620 Unobligated Funds Not Subject to Apportionment							5
17. <u>Mark to Market for Unrealized Loss (Non-Federal Securities)</u>								
Proprietary	7280 Unrealized Loss - Investments	60X8118.1					10	
	1618 Market Adjustment - Investments	(42)60X8118 <sup>1</sup>						10
Budgetary	4394 Receipts Unavailable for Obligation Upon Collection						10	
	4114 Appropriated Trust or Special Fund Receipts							10
18. <u>Transfer Zero-Coupon Bonds to NRRIT</u>								
Proprietary	1630 Investments - ZCBs	(88)60X8011		1,000				
	1631 Unamortized Discount - ZCBs	(72)60X8011	400					
	1633 Amortization of Discount - ZCBs		200					
	1638 Market Adjustment - ZCBs	(72)60X8011	100					
	7110 Gains on Disposition of Assets			200				
	1630 Investments - ZCBs	(88)60X8118				1,000		400
	1631 Unamortized Discount - ZCBs	(72)60X8118						100
	1638 Market Adjustment - ZCBs	(72)60X8118						
Budgetary	None							
19. <u>Mark to Market - Zero Coupon Bonds</u>								
Proprietary	1638 Market Adjustment - Investments in zero coupon bonds	(72)60X8118					50	
	5310 Interest Revenue	60X8118.1						50
Budgetary	4114 Appropriated Trust or Special Fund Receipts						50	
	4394 Receipts Unavailable for Obligation Upon Collection							50

<sup>1</sup> Until programming changes are in effect for Treasury's central accounting system, monthly reporting to Treasury of subclass 42 (investments in non-Federal securities) is not required. However, balances for non-Federal securities should be reflected as a footnote in the 4th quarter FACTS II submission for year-end reporting.

<sup>2</sup> For Federal securities purchased at a premium, discount, or include accrued interest, refer to existing U.S. Standard General Ledger guidance for budgetary and/or proprietary accounting transaction entries. Additionally, for SF224 reporting, if investments are in non-guaranteed Federal Agency Securities use subclass 81 for investments and 91 for redemptions.

<sup>3</sup> This is an automatic system entry. Do not report on the SF224.

## Transfer of Funds from the National Railroad Retirement Investment Trust to Treasury for Disbursing Purposes

### Procedures

Objective	RRB / Trust Action	Treasury Action
Transfers of Funds (Cash) from the Trust to Treasury for Disbursement	<p><i>Note: These procedures will only be used in the event that funds held by the Trust are required to be transferred back to the Treasury to make benefit payments. Once the non-Federal disbursing agent is in place, funds should not need to be returned to Treasury.</i></p> <p>RRB advises the Trust that funds should be returned to the Treasury for disbursement of benefit payments.</p> <p>The Trust will liquidate assets and transfer funds, by wire transfer, to the Treasury's account at the New York Federal Reserve Bank to the credit of the RRB.</p> <p>Should it be necessary to transfer amounts in excess of \$50 million from the Investment Trust to the RRB, a large dollar deposit notification would be required to be sent by RRB to:</p> <p>Cash Forecasting Division Cash Accounting and Reporting Directorate Financial Management Service Department of the Treasury 3700 East West Highway, Room 5A09 Hyattsville, Maryland 20782 Fax Number: 202-874-9945 Or: 202-874-9984 Telephone: 202-874-9790 e-mail: <a href="mailto:funds.control@fms.treas.gov">funds.control@fms.treas.gov</a></p>	<p>Through the Fedwire Deposit System, the RRB will be credited with immediately available funds from the wire transfer.</p> <p>(A separate memorandum of understanding covers the disbursement of benefit payments by FMS until a non-Federal disbursing agent is selected.)</p>

## **APPENDIX D**

**CONFLICTS OF INTEREST**  
**Policy Statement of the**  
**National Railroad Retirement Investment Trust**

**Statement of policy**

The policy of the National Railroad Retirement Investment Trust (the "Trust") with respect to conflicts of interest requires that the Trustees and all employees (hereinafter "NRRIT personnel") avoid any conflict or appearance of conflict between their personal interests and the interest of the Trust in dealing with all entities or individuals doing or seeking to do business with the Trust. Underlying these standards is the fundamental proposition that all NRRIT personnel must discharge their duties solely in the interest of the Railroad Retirement Board and through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act of 1974, as amended.

**Personal finances**

NRRIT personnel shall not, without the consent of the Board of Trustees, hold or acquire a financial interest in any enterprise which to the knowledge of the individual has any business relationship with the Trust, or is seeking to establish such business relationship. A financial interest shall not include securities in a publicly traded company held directly or indirectly, provided that such interest is less than one percent (1%) of the outstanding shares of such company or debt of such company.

**Outside activities**

NRRIT personnel shall not hold any position with any other enterprise, the existence of which would conflict or might reasonably be supposed to conflict with the individual's performance of his or her duties or responsibilities to the Trust without full and complete disclosure thereof to the Board of Trustees.

NRRIT personnel shall not negotiate employment with any person or entity that is doing business or seeking to do business with the Trust without full and complete disclosure thereof to the Board of Trustees.

**Inside information**

NRRIT personnel shall maintain the confidentiality of all information related to deliberations and decisions, including but not limited to investment decisions, of the Trust and shall not use such information for personal profit or allow it to be used for personal profit of others.

**Gratuities**

NRRIT personnel, or members of their families, shall not accept gifts from any person, firm or corporation doing business or seeking to do business with the Trust, of such a nature or in such a circumstance that a reasonable person could infer that the acceptance of such gifts might unduly influence the individual in the performance of his or her duties. In deciding whether to accept any gift from such person, firm or corporation, NRRIT personnel, or members of their families should exercise proper judgment and as a general rule, should not accept any gift with a fair market value in excess of \$100.



NRRIT personnel, or members of their families may accept entertainment- related services (e.g., food or beverages, invitations to attend a sporting event or participate in a sporting activity) where they are (a) reasonable in scope, (b) are associated with a bona fide business meeting or conference, and (c) are provided to others as a normal part of doing business in the industry or profession.

Notwithstanding the terms of the preceding two paragraphs, NRRIT personnel, or members of their families shall not accept money or any other thing of value in connection with any investment made by or for the Trust, nor shall any such person have any pecuniary interest in such investment.

### **Disclosure**

Whenever an NRRIT personnel becomes aware of a conflict of interest, or has any question as to any activity, interest, or relationship which could be construed as a conflict of interest, such individual shall promptly report the circumstances to the Board of Trustees.

All NRRIT personnel shall annually sign a statement affirming that such person has:

- a. received a copy of this conflict of interest policy,
- b. read and understands this policy, and
- c. agreed to comply with its terms.

As approved and adopted in amended form by the Board of Trustees on July 10, 2003. This Policy Statement was originally approved and adopted by the Board on July 19, 2002.

## **APPENDIX E**

## **DISCLOSURE OF INVESTMENT INFORMATION**

### **National Railroad Retirement Investment Trust** **Statement of Policy**

The mandate of the National Railroad Retirement Investment Trust (the "Trust") is to maximize investment returns of Trust assets consistent with the fiduciary standards set forth in the Railroad Retirement and Survivors' Improvement Act of 2001 ("the Act"). Pursuant to the Act, the Trust will submit an annual report to Congress, the President, the Railroad Retirement Board, and the Office of Management and Budget on its activities. This report will include a statement of financial position; a statement of operations; a statement of cash flows; a statement on internal accounting and administrative control systems; a financial audit report; and any other information necessary to inform the Congress about the operations and financial condition of the Trust. The Trust shall also file such returns as may be required by the Internal Revenue Code of 1986 or any other applicable Federal law.

The Trustees recognize the sensitivity of all deliberations related to investment decision making, particularly in a Trust of this size and unique statutory structure. As such, the Trustees have established a policy to maintain the confidentiality of all information related to investment deliberations and decisions of the Trust. Such information shall not be disclosed publicly except to the extent that it is required to be included in summary or aggregate form in annual reports that are required pursuant to the Act, the Internal Revenue Code, or any other applicable Federal law.

The Trustees recognize their statutory obligation to discharge their duties solely in the interest of the Railroad Retirement Board and through it, the participants and beneficiaries of the programs funded under this Act. As such, the Trust shall respond promptly to any inquiry of the Railroad Retirement Board with respect to investment activities of the Trust, but shall do so in a manner so as to maintain the confidentiality of such information, under such terms and conditions as may be developed by Trust counsel and the General Counsel of the Railroad Retirement Board. Any request for confidential information from any other agency or instrumentality of the Federal Government shall be reviewed by the trustees on a case-by-case basis and in consultation with the Railroad Retirement Board.

Adopted by the Board of Trustees June 5, 2002

## **APPENDIX F**

# **NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST PROXY VOTING POLICY**

## **I. PURPOSE**

The purpose of the National Railroad Retirement Investment Trust's ("NRRIT" or the "Trust") Proxy Voting Policy is to provide investment managers and the Railroad Retirement Board (the "RRB") with written documentation of the requirements for the voting of proxies for assets held in NRRIT's accounts.

Section 15(j)(5)(A) of the Railroad Retirement Act of 1974 (the "Act"), as amended by NRRIT's enabling legislation, the Railroad Retirement and Survivors' Improvement Act of 2001, sets forth the fiduciary duties of NRRIT's Board of Trustees. Specifically, the Trustees are required to discharge their duties with respect to Trust assets, including the voting of proxies, "solely in the interest" of the RRB, and through it, the participants and beneficiaries of the programs funded through the Trust. Although the Trust is not subject to ERISA, the general prudence standard set forth in the Act is based upon the general fiduciary standards imposed by ERISA.

## **II. RESPONSIBILITIES OF INVESTMENT MANAGERS**

Independent investment managers retained by the Trust pursuant to Section 15(j)(4)(B) of the Act will be fiduciaries of the Trust, and as such they will be required to exercise the same duties of loyalty and care in managing Trust assets. Where the Trust delegates management authority with respect to specified Trust assets to an investment manager, such investment manager will have exclusive authority to vote all proxies related to the Trust securities under its control unless such authority is expressly limited in the investment manager's contract with the Trust. Prudent investment management includes the voting of proxies consistent with the investment manager's own proxy voting guidelines and solely in the interest of the participants and beneficiaries of the Railroad Retirement system.

Each investment manager retained by the Trust will agree to fulfill the following responsibilities:

- A. Each investment manager will be obligated to vote all proxies on securities held by such manager in the Trust's portfolios.
- B. Each investment manager will be expected to carefully examine all proxy issues. The decision with respect to the proxy vote must be made on a case by case basis, prudently and solely in the interest of the participants and beneficiaries of the Railroad Retirement System.
- C. Each investment manager must adopt and implement written policies and procedures that are reasonably designed to ensure that proxies with respect to Trust assets will be voted in the best interest of the participants and beneficiaries of the Railroad Retirement System. The manager must provide to the Trust: (i) a copy of its proxy voting guidelines, and (ii) a summary of its procedures for recording proxy votes and reporting them to the Trust.
- D. Decisions with respect to proxy voting may not be delegated by the investment manager to another party, except in cases where a clear conflict of interest exists. In such cases, the investment manager must provide prior written notice to the Trust's investment staff of both the conflict of interest and the party to whom voting authority will be delegated.
- E. Each investment manager must accurately record its proxy votes for each Trust security held and the basis for such votes. The votes may be tallied by general category. These records must be made available to the Trust upon its request.

F. Each investment manager must provide to the Trust on an annual basis:

- 1) Written certification that all proxies with respect to Trust securities have been voted solely in the interest of the participants and beneficiaries of the Railroad Retirement system;
- 2) Written certification that neither the officers of the investment management firm nor their personnel have been unduly influenced by outside sources regarding the voting of any proxy;
- 3) In cases where a conflict of interest has been identified, written certification that adequate measures were taken to ensure that such conflict did not affect any proxy vote and documentation explaining the nature of such conflict; and
- 4) Adequate documentation to report all proxy votes with respect to Trust securities cast by the investment manager and, for all non-routine matters, the basis for such votes.

### **III. COORDINATION WITH CUSTODIANS**

The investment manager will have the responsibility of ensuring that all proxies with respect to Trust securities are voted, and will coordinate as necessary with the custodians of the Trust's assets to see that this responsibility is carried out.

Should the investment manager not receive proxy solicitation materials on a timely basis from the custodian, which could prevent normal handling of the materials and timely voting from taking place, the investment manager may designate the custodian as its agent to vote the proxy in question. Under these circumstances, the investment manager will not be relieved of its fiduciary responsibility for the voting of proxies; therefore, the investment manager must provide the custodian with specific voting instructions.

#### **IV. RESPONSIBILITIES OF THE TRUST**

Consistent with its fiduciary duties as they relate to the voting of proxies, the Trust assumes the following responsibilities:

- A. As part of its due diligence review of prospective investment managers and its ongoing oversight of current managers, the Trust's investment staff will review each investment manager's policies and procedures with respect to proxy voting to ensure that they are in compliance with this Proxy Voting Policy.
- B. Upon receipt of the documentation submitted annually by the investment managers, the Trust's investment staff will review and report to the Board of Trustees regarding each investment manager's proxy voting record with respect to Trust securities.
- C. The Board of Trustees shall annually review the report of the Trust's investment staff with respect to proxy voting of Trust securities.
- D. The Trust reserves the right to modify or rescind the proxy voting authority delegated to an investment manager at any time.

#### **V. DOCUMENTATION**

This Proxy Voting Policy will be (i) attached to the Trust's Investment Guidelines, and (ii) incorporated by reference into each investment management agreement entered into by the Trust.

Approved April 29, 2003



## **APPENDIX G**

**Chief Investment Officer's Certification  
of the National Railroad Retirement Investment Trust's  
Process of Financial Reporting And  
System of Internal Controls**

I, Enos T. Throop, Jr., Chief Investment Officer of the National Railroad Retirement Investment Trust ("NRRIT"), certify that:

- (1) I have reviewed the Annual Management Report for Fiscal Year 2004, prepared pursuant to Section 105 of Public Law 107-90, the Railroad Retirement and Survivor's Improvement Act of 2001.
- (2) Based on my knowledge, this Annual Management Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading with respect to the period covered by this Annual Management Report.
- (3) Based on my knowledge, the financial statements and other financial information included as part of this Annual Management Report fairly present in all material respects the financial position, results of operations and cash flows of NRRIT as of and for the year ended September 30, 2004.
- (4) NRRIT's other certifying officer, the Senior Administrative Officer, and I are responsible for establishing and maintaining effective disclosure controls and procedures for NRRIT and have:
  - a. designed such disclosure controls and procedures to ensure that material information relating to NRRIT is made known to us by others within NRRIT, particularly during the period in which this Annual Management Report was prepared;
  - b. evaluated the effectiveness of NRRIT's disclosure controls and procedures as of September 30, 2004, (the "Evaluation Date"); and
  - c. presented in this Annual Management Report our conclusions about the effectiveness of the disclosure controls and procedures based upon our evaluation as of the Evaluation Date.
- (5) NRRIT's other certifying officer and I have disclosed, based upon our most recent evaluation, to NRRIT's auditor and the NRRIT Audit Committee:
  - a. all significant deficiencies in the design or operation of internal controls which could adversely affect NRRIT's ability to record, process, summarize,

and report financial data and have identified for NRRIT's auditor any material weaknesses in internal controls; and

- b. any fraud, whether or not material, that involves management or other employees who have a significant role in NRRIT's internal controls.
- (6) NRRIT's other certifying officer and I have indicated in this Annual Management Report whether there were significant changes in the internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

1/31/05  
January 31, 2005

Enos T. Throop, Jr.  
Enos T. Throop, Jr.  
Chief Investment Officer

**Senior Administrative Officer's Certification  
of the National Railroad Retirement Investment Trust's  
Process of Financial Reporting And  
System of Internal Controls**

I, Grace A. Ressler, Senior Administrative Officer of the National Railroad Retirement Investment Trust ("NRRIT"), certify that:

- (1) I have reviewed the Annual Management Report for Fiscal Year 2004, prepared pursuant to Section 105 of Public Law 107-90, the Railroad Retirement and Survivor's Improvement Act of 2001.
- (2) Based on my knowledge, this Annual Management Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading with respect to the period covered by this Annual Management Report.
- (3) Based on my knowledge, the financial statements and other financial information included as part of this Annual Management Report fairly present in all material respects the financial position, results of operations and cash flows of NRRIT as of and for the year ended September 30, 2004.
- (4) NRRIT's other certifying officer, the Chief Investment Officer, and I are responsible for establishing and maintaining effective disclosure controls and procedures for NRRIT and have:
  - a. designed such disclosure controls and procedures to ensure that material information relating to NRRIT is made known to us by others within NRRIT, particularly during the period in which this Annual Management Report was prepared;
  - b. evaluated the effectiveness of NRRIT's disclosure controls and procedures as of September 30, 2004, (the "Evaluation Date"); and
  - c. presented in this Annual Management Report our conclusions about the effectiveness of the disclosure controls and procedures based upon our evaluation as of the Evaluation Date.
- (5) NRRIT's other certifying officer and I have disclosed, based upon our most recent evaluation, to NRRIT's auditor and the NRRIT Audit Committee:
  - a. all significant deficiencies in the design or operation of internal controls which could adversely affect NRRIT's ability to record, process, summarize,

and report financial data and have identified for NRRIT's auditor any material weaknesses in internal controls; and

- b. any fraud, whether or not material, that involves management or other employees who have a significant role in NRRIT's internal controls.
- (6) NRRIT's other certifying officer and I have indicated in this Annual Management Report whether there were significant changes in the internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

January 31, 2005  
January 31, 2005

Grace A. Ressler  
Grace A. Ressler  
Senior Administrative Officer

## **APPENDIX H**



UNITED STATES OF AMERICA  
RAILROAD RETIREMENT BOARD  
844 NORTH RUSH STREET  
CHICAGO, ILLINOIS 60611-2092

OCT 26 2004

BOARD MEMBERS:

MICHAEL S. SCHWARTZ, CHAIRMAN  
V.M. SPEAKMAN, JR., LABOR MEMBER  
JEROME F. KEVER, MANAGEMENT MEMBER

The Honorable John W. Snow  
Secretary of the Treasury  
Washington, DC 20220

Dear Mr. Secretary:

In accordance with Section 23(b) of the Railroad Retirement Act of 1974 we certify the Account Benefits Ratio for fiscal year 2004 to be 6.98.

Chapter 22, Subchapter E, Section 3241 of the Internal Revenue Code of 1986, as added by Title II, Section 204, of the Railroad Retirement and Survivors' Improvement Act of 2001, requires that the Secretary of the Treasury determine the Average Account Benefits Ratio for the 10 most recent fiscal years, and publish a notice in the Federal Register, no later than December 1 of each calendar year, stating the rates of tax which are applicable for the following calendar year for rail employers, employee representatives, and employees. For your information, we estimate the 10-year average account benefits ratio, rounded to the next highest multiple of 0.1, to be 6.1.

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael S. Schwartz".

Michael S. Schwartz

A handwritten signature in cursive script, appearing to read "V.M. Speakman, Jr.".

V. M. Speakman, Jr.

A handwritten signature in cursive script, appearing to read "Jerome F. Kever".

Jerome F. Kever



**DEPARTMENT OF THE TREASURY****Internal Revenue Service****Publication of the Tier 2 Tax Rates****ACTION:** Notice.

**SUMMARY:** Publication of the tier 2 tax rates for calendar year 2005 as required by section 3241(d) of the Internal Revenue Code (26 U.S.C. 3241). Tier 2 taxes on railroad employees, employers, and employee representatives (a group unique to the railroad industry) fund a

private pension benefit of the railroad retirement system.

**DATES:** The tier 2 tax rates for calendar year 2005 apply to compensation paid in calendar year 2005.

**FOR FURTHER INFORMATION CONTACT:**

Margaret A. Owens,  
CC:TEGE:EOEG:ET1, Internal Revenue Service, 1111 Constitution Avenue, NW., Washington, DC 20224, Telephone Number (202) 622-6040 (not a toll-free number).

*Tier 2 Tax Rates:* The tier 2 tax rate for 2005 under § 3201(b) on employees

is 4.4 percent of compensation. The tier 2 tax rate for 2005 under § 3221(b) on employers is 12.6 percent of compensation. The tier 2 tax rate for 2005 under § 3211(b) on employee representatives is 12.6 percent of compensation.

Dated: December 1, 2004.

**Nancy Marks,**

*Division Counsel/Associate Chief Counsel  
(Tax Exempt and Government Entities).*

[FR Doc. 04-26839 Filed 12-6-04; 8:45 am]

**BILLING CODE 4830-01-P**



## **APPENDIX I**

# NRRIT

## National Railroad Retirement Investment Trust

February 25, 2004

The Honorable Michael Schwartz  
Chair  
U.S. Railroad Retirement Board  
844 N. Rush Street  
Chicago, IL 60611

The Honorable Jerome F. Kever  
Management Member  
U.S. Railroad Retirement Board  
844 N. Rush Street  
Chicago, IL 60611

The Honorable V. M. Speakman, Jr.  
Labor Member  
U.S. Railroad Retirement Board  
844 N. Rush Street  
Chicago, IL 60611

Re: Board of Trustees - Transition

Dear Messrs. Schwartz, Kever and Speakman:

On behalf of the Board of Trustees of the National Railroad Retirement Investment Trust, I am writing to report the following developments:

1. The terms of Mr. Dan E. Johnson and Mr. James A. Hixon as Trustees expired on January 31, 2004.
2. Mr. Walt Barrows, Secretary Treasurer, Brotherhood of Railroad Signalmen, has been appointed to serve on the Board pursuant to Section 15(j)(3)(A)(ii) of the Railroad Retirement Act of 1974 (the "Act") as amended by Public Law 107-90, the Railroad Retirement and Survivors' Improvement Act of 2001. Mr. Barrows' term commenced on February 1, 2004 and will expire on January 31, 2007. In accepting his appointment, Mr. Barrows has agreed to discharge his duties with respect to the assets of the Trust solely in the interests of the Railroad Retirement Board and, through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act. Enclosed for your reference is a copy of the Acceptance by Trustee by which Mr. Barrows formally accepted his appointment to the Board.

The Honorable Michael Schwartz  
The Honorable Jerome F. Kever  
The Honorable V.M. Speakman, Jr.  
February 25, 2004  
Page 2

3. Mr. Bernie Gutschewski, Vice President - Taxes, Union Pacific Corporation, has been appointed to serve on the Board pursuant to Section 15(j)(3)(A)(ii) of the Railroad Retirement Act of 1974 (the "Act") as amended by Public Law 107-90, the Railroad Retirement and Survivors' Improvement Act of 2001. Mr. Gutschewski's term commenced on February 1, 2004 and will expire on January 31, 2007. In accepting his appointment, Mr. Gutschewski has agreed to discharge his duties with respect to the assets of the Trust solely in the interests of the Railroad Retirement Board and, through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act. Enclosed for your reference is a copy of the Acceptance by Trustee by which Mr. Gutschewski formally accepted his appointment to the Board.

Mr. Barrows' and Mr. Gutschewski's biographical materials are also attached.

We look forward to continued cooperation with you on implementing the provisions of Public Law 107-90, for the benefit of rail workers and their families, rail retirees, and the rail industry as a whole.

Sincerely,

A handwritten signature in black ink, appearing to read "Joel Parker", with a long horizontal flourish extending to the right.

Joel Parker, Chair

Enclosures

**ACCEPTANCE BY TRUSTEE  
OF THE NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST**

February 1, 2004

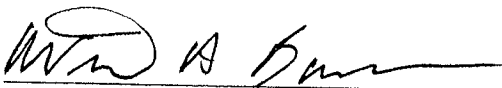
The National Railroad Retirement Investment Trust (the "Trust") was established, effective February 1, 2002, pursuant to Section 15(j) of the Railroad Retirement Act of 1974 (the "Act"), as most recently amended by Public Law 107-90, the Railroad Retirement and Survivors' Act of 2001 (the "2001 Act"). Pursuant to the Act, a Board of Trustees (the "Board") is to be established to assume fiduciary responsibility for the operation of the Trust.

Pursuant to Section 15(j)(3)(A)(ii) of the Act, the undersigned individual has been appointed as a trustee (the "Trustee") of the Trust, by either: (a) the joint recommendation of labor organizations, national in scope, organized in accordance with section 2 of the Railway Labor Act and representing at least 2/3 of all active employees represented by such national labor organizations covered under the Act; or (b) carriers as defined in section 1 of the Railway Labor Act employing at least 2/3 of all active employees covered under the Act.

The undersigned Trustee has reviewed Section 15(j) of the Act as well as a copy of the proposed Bylaws of the Trust. The Trustee understands the duties and responsibilities of serving on the Board, including his fiduciary obligations to the Trust. Specifically, under the Act, each Trustee is required to discharge his fiduciary duties solely in the interest of the Railroad Retirement Board, and through it, the participants and beneficiaries of the programs funded under the Act, (i) for the exclusive purpose of providing benefits to participants and beneficiaries and defraying reasonable plan expenses, (ii) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims (including, by diversifying investments), and (iii) in accordance with the Trust's governing documents.

In addition, the undersigned recognizes that the Act imposes conflict of interest restrictions intended to prevent the Trustees from (i) dealing with the assets of the Trust in their own interests, (ii) acting in any transaction involving the assets of the Trust on behalf of a party whose interests are adverse to the interests of the Trust, and (iii) receiving any consideration for their own personal account from any party dealing with the assets of the Trust.

Understanding all of the foregoing duties and responsibilities of this position, the undersigned individual hereby agrees to serve as a Trustee of the Trust, effective February 1, 2004.



Walter A. Barrows  
Secretary Treasurer  
Brotherhood of Railroad Signalmen

**ACCEPTANCE BY TRUSTEE  
OF THE NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST**

February 1, 2004

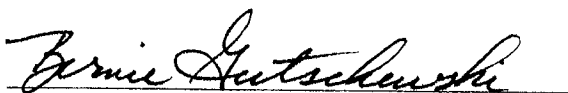
The National Railroad Retirement Investment Trust (the "Trust") was established, effective February 1, 2002, pursuant to Section 15(j) of the Railroad Retirement Act of 1974 (the "Act"), as most recently amended by Public Law 107-90, the Railroad Retirement and Survivors' Act of 2001 (the "2001 Act"). Pursuant to the Act, a Board of Trustees (the "Board") is to be established to assume fiduciary responsibility for the operation of the Trust.

Pursuant to Section 15(j)(3)(A)(ii) of the Act, the undersigned individual has been appointed as a trustee (the "Trustee") of the Trust, by either: (a) the joint recommendation of labor organizations, national in scope, organized in accordance with section 2 of the Railway Labor Act and representing at least 2/3 of all active employees represented by such national labor organizations covered under the Act; or (b) carriers as defined in section 1 of the Railway Labor Act employing at least 2/3 of all active employees covered under the Act.

The undersigned Trustee has reviewed Section 15(j) of the Act as well as a copy of the proposed Bylaws of the Trust. The Trustee understands the duties and responsibilities of serving on the Board, including his fiduciary obligations to the Trust. Specifically, under the Act, each Trustee is required to discharge his fiduciary duties solely in the interest of the Railroad Retirement Board, and through it, the participants and beneficiaries of the programs funded under the Act, (i) for the exclusive purpose of providing benefits to participants and beneficiaries and defraying reasonable plan expenses, (ii) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims (including, by diversifying investments), and (iii) in accordance with the Trust's governing documents.

In addition, the undersigned recognizes that the Act imposes conflict of interest restrictions intended to prevent the Trustees from (i) dealing with the assets of the Trust in their own interests, (ii) acting in any transaction involving the assets of the Trust on behalf of a party whose interests are adverse to the interests of the Trust, and (iii) receiving any consideration for their own personal account from any party dealing with the assets of the Trust.

Understanding all of the foregoing duties and responsibilities of this position, the undersigned individual hereby agrees to serve as a Trustee of the Trust, effective February 1, 2004.



Bernie Gutschewski  
Vice President - Taxes  
Union Pacific Corporation

### **Biography - Walter A. Barrows**

Walter A. Barrows is International Secretary Treasurer of the Brotherhood of Railroad Signalmen (BRS). He was elected to this position in 1999 and reelected in 2002. During his nearly 30 years in the railroad industry, he was first employed by the Norfolk Southern Railroad and later served the BRS as the General Chairmen and General Secretary Treasurer for the Norfolk Southern General Committee. Prior to being elected to International Secretary Treasurer he served as a Trustee on BRS' Grand Board of Trustees. He attended Kent State University and the George Meany Center for Labor Studies (National Labor College). He currently serves as trustee of the BRS 401(k) plan. As BRS' International Secretary Treasurer, he has primary responsibility for BRS finances and oversees all BRS investments.

### **Biography - Bernie Gutschewski**

Bernie Gutschewski is Vice President for Taxes for Union Pacific Corporation. An attorney and certified public accountant, he has worked for more than 28 years in senior financial positions, first in public accounting and at the Union Pacific Corporation. In his current position, he leads a department of more than 40 professionals that manage the federal tax, state tax, ERISA, railroad retirement and other related responsibilities of one of America's largest public corporations. He oversees work on the structuring and compliance of the Corporation's obligations under railroad retirement and, for its private plans, under ERISA. Union Pacific Corporation, the nation's largest railroad, is also the largest contributor of funding to the railroad retirement system. In addition, Mr. Gutschewski is a member of the Union Pacific Corporation Pension Investment Committee that has responsibility for private pension plan assets of almost \$2 billion under internal management. Mr. Gutschewski was one of the primary negotiators in the labor-management agreement signed in January 2000 that led to the passage of the Railroad Retirement and Survivors' Improvement Act of 2001. Mr. Gutschewski also served a one-year term on NRRIT's founding Board from February 1, 2002 to January 31, 2003.

## **APPENDIX J**

# **National Railroad Retirement Investment Trust**

## **Biographical information**

### BOARD OF TRUSTEES

February 1, 2004 to January 31, 2005

**CHAIR: Joel Parker** is International Vice President of the Transportation Communications International Union (TCU). He was elected to this position in 1991, and reelected in 1995, 1999 and 2004. He also holds the position of Special Assistant to the International President. The Transportation Communications International Union is one of the oldest, largest and most diversified unions in the transportation industry, tracing its representation of railroad workers back to 1899. Today, the union represents 46,000 active railroad workers and 13,000 retirees who are covered by the railroad retirement program. Mr. Parker, who has 32 years of experience within the railroad industry, has been active in union leadership for 24 years of this period. At the TCU, Mr. Parker has primary responsibility for collective bargaining, arbitration and pension issues. In addition, Mr. Parker serves as Trustee of the Los Angeles County MTA pension plan, with over \$600 million in assets, the Los Angeles County TCU Health and Welfare Plan, the TCU Staff Retirement Plan, and the TCU 401(k) Plan. Mr. Parker was one of the primary negotiators in the labor-management agreement signed in January 2000 that led to the passage of the Railroad Retirement and Survivors' Improvement Act of 2001.

**Walter A. Barrows** is International Secretary Treasurer of the Brotherhood of Railroad Signalmen (BRS). He was elected to this position in 1999 and reelected in 2002. During his nearly 30 years in the railroad industry, he was first employed by the Norfolk Southern railroad and later served the BRS as the General Chairman and General Secretary Treasurer for the Norfolk Southern General Committee. Prior to being elected to International Secretary Treasurer, he served as a Trustee on BRS' Grand Board of Trustees. He attended Kent State University and the George Meany Center for Labor



Studies (National Labor College). He currently serves as trustee of the BRS 401(k) plan. As BRS' International Secretary Treasurer, he has primary responsibility for BRS finances and oversees all BRS investments.

**George J. Francisco, Jr.** is President of the National Conference of Firemen & Oilers, SEIU (NCFO), representing more than 26,000 men and women employed in railroads and other sectors. During his more than 29 years with NCFO, he served as the President and Chief Financial Officer of System Council 2 and Conference Vice President, before becoming Conference Secretary-Treasurer in 1996. As NCFO President since January 1998, he has extensive experience serving as a trustee of a number of union pensions, 401(k) and health and welfare funds, including the Affiliates' Officers and Employees Pension and the Supplemental Retirement Savings (401(k)) plans of the 1.7 million-member SEIU, as well as the Firemen and Oilers National Pension and Welfare Plan. Mr. Francisco holds a BS degree from the University of Dubuque.

**Paul R. Goodwin** served as the Vice-Chairman and Chief Financial Officer of CSX Corporation (CSX) prior to his retirement in 2003. CSX operates the largest rail network in the eastern United States and also provides intermodal and international terminal management services. In his role at CSX, Mr. Goodwin had primary responsibilities for the corporation's financial policy, advising the chief executive officer on business strategy, maintaining investment grade standing and efficient access to capital, and safeguarding the company's securities assets. In addition, he chaired the company's Investment Committee, which oversees management of the company's \$1.6 billion in private pension plan assets. Mr. Goodwin began his career with a CSX predecessor company 37 years ago in the management training program. Subsequently, he held a variety of senior level financial positions both at the railroad and with the corporation. Mr. Goodwin received his undergraduate degree from Cornell University, and has a MBA from George Washington University.

**Bernie Gutschewski** is Vice President for Taxes for Union Pacific Corporation. An attorney and certified public accountant, he has worked for more than 30 years in senior financial positions, first in public accounting and at the Union Pacific Corporation. In his current position, he leads a department of more than 40 professionals who manage the federal tax, state tax, ERISA, railroad retirement and other related responsibilities of one of America's largest public corporations. He oversees work on the structuring and compliance of the Corporation's obligations under railroad retirement and, for its private plans, under ERISA. Union Pacific Corporation, the nation's largest railroad, is also the largest contributor of funding to the railroad retirement system. In addition, Mr. Gutschewski is a member of the Union Pacific Corporation Pension Investment Committee, which has responsibility for private pension plan assets of almost \$2 billion under internal management. Mr. Gutschewski was one of the primary negotiators in the labor-management agreement signed in January 2000 that led to the passage of the Railroad Retirement and Survivors' Improvement Act of 2001. Mr. Gutschewski also served a one-year term on NRRIT's founding Board from February 1, 2002 to January 31, 2003.

**Thomas N. Hund** is Executive Vice President and Chief Financial Officer of the Burlington Northern Santa Fe Corporation (BNSF). BNSF operates one of the largest rail systems in North America, and is the second-largest contributor of funding to the railroad retirement system. Mr. Hund, who is a CPA, completed his undergraduate work in business administration at Loyola University of Chicago, and has an MBA from the University of Chicago. He began his professional career in public accounting, and has spent more than 20 years in senior finance positions with BNSF and its predecessor railroads. In his current position, he supervises approximately 600 employees, and has primary responsibility for a wide variety of financial matters within the Corporation including financial reporting, various aspects of the internal treasury function, tax, and management of the Corporation's private pension plan assets, now totaling in excess of \$1 billion.

**John W. MacMurray** was selected on May 15, 2002 as the independent member of the Board of Trustees of the National Railroad Retirement Investment Trust. He is a retired Vice President of Pension and Benefit Investments for RJR Nabisco, where he served from 1989-1998. In this capacity, he was responsible for all aspects of pension fund and savings plan investments for RJR Nabisco, with assets totaling more than \$6 billion. Mr. MacMurray has 30 years of experience in managing large pools of investment assets and, prior to his positions with RJR Nabisco, served in a similar capacity for the Bell Atlantic Corporation and several of its predecessor corporations. He has a degree in finance, and subsequently earned the CFA credential. In addition, Mr. MacMurray has served on several investment committees of not-for-profit institutions. In the 1990s, he served on the Board of Pensions of the Presbyterian Church USA. Currently, he serves on the endowment committee of Lehigh University, and chairs the foundation committee of his church. In addition to his corporate investment management work, Mr. MacMurray has been a Director and Chairman of SEPTA, the Philadelphia regional transit system.

In their work on the Trust, each of the Trustees has also utilized other industry professionals from the four largest railroads and the major railway labor organizations to provide assistance to the Board in their areas of special expertise. These include senior individuals in the treasury, investment management, human resources, ERISA, and risk management functions of their organizations.

## **National Railroad Retirement Investment Trust Biographical Information**

### INVESTMENT STAFF

**Enos T. Throop, Jr.** On August 1, 2002, the Trust hired Enos T. Throop, Jr. to serve as its Chief Investment Officer. Mr. Throop has more than 25 years of investment management experience, including 13 years with the UMWA Funds, where he had served as Director of Investments since 1997. In that capacity, he had responsibility for investing more than \$7 billion in health, retirement and savings plan assets. Before joining the UMWA Funds, he directed equity investments for the State of Maryland Investment Agency. Mr. Throop earned the Chartered Financial Analyst (CFA) designation in 1988, and holds undergraduate and MBA degrees from Hofstra University.

**Grace A. Ressler** On October 1, 2002, the Trust hired Grace A. Ressler to serve as Senior Administrative Officer. Ms. Ressler has more than 25 years of treasury and investment management experience, including 13 years at Amtrak, where she served as Senior Director of Treasury Operations. In this capacity, Ms. Ressler was responsible for corporate treasury operations, including investment of corporate funds and oversight of the Amtrak defined benefit plan. Prior to joining Amtrak, Ms. Ressler was the Vice President and Treasurer of the J. C. Penney Financial Corporation, where she managed the direct-issue commercial paper program for the company. Ms. Ressler holds the Certified Treasury Professional (CTF) designation; she obtained her undergraduate degree from West Chester University and her MBA from the Baruch College of the City University of New York.

**Catherine A. Lynch** On February 1, 2003, the Trust hired Catherine A. Lynch to serve as its Senior Investment Officer. Ms. Lynch joined the Trust from the George Washington University, where she was responsible for the University's approximately \$650 million endowment, increasing its policy allocation to alternative investments from 5% to 30%; she also handled a total of approximately \$560 million in debt issuance for the University. Before joining GWU, she served as Assistant Treasurer of the Episcopal Church of America from 1995 through 1999, brought in as part of a new financial management team to overhaul financial operations and oversee approximately \$325 million in endowment and charitable trust funds. She earned the CFA designation in 1986, and holds an undergraduate degree in philosophy from Yale University.

**E. Shepard Farrar** On April 21, 2003, the Trust hired E. Shepard Farrar to serve as its Director of US Equities. Ms. Farrar has over 18 years' experience managing portfolios, analyzing equity and fixed income investments, and working in global economic development. Her investment experience includes overseeing US and private equity investments of \$3.5 billion at the UMWA Funds; she has previous work experience in both portfolio management and security analysis at various Wall Street firms. She earned the CFA designation in 1989; she holds an MBA in global economic development from Eastern College and a BA in politics and economics from Princeton University.

**David J. Locke** On August 4, 2003, the Trust hired David J. Locke to serve as its Director of Private Equity. Mr. Locke has 24 years of experience in financial analysis, including ten years of experience in private equity investments. Prior to joining the Trust, Mr. Locke was a Principal with Prudential Investment Management, where he was responsible for Prudential's private equity fund-of-funds investment team, handling the identification, selection and monitoring of fund investments. Previously, Mr. Locke was the Senior Investment Officer for Alternative Assets at the Los Angeles County Employees Retirement Association (LACERA) from 1993 until 2000; in that capacity he was responsible for LACERA's private equity investment program. Mr. Locke holds a BS degree in finance from California State University and an MBA with honors from the University of Southern California.

**Kevin J. Dachille** On December 8, 2003, the Trust hired Kevin J. Dachille to serve as its Director of Fixed Income. Before joining the trust, Mr. Dachille was with the Mercantile-Safe Deposit and Trust Company of Baltimore, Maryland, where he spent more than 25 years in the management of fixed income investment assets. He also had major responsibility for economic analysis and the development of investment strategy while at the Mercantile. Mr. Dachille graduated from Loyola College in Baltimore with a Masters degree in finance in 1981 and from the University of Pennsylvania in 1978 with a BA in economics.

**Caixia Yun** On July 1, 2004, the Trust hired Caixia Yun to serve as Senior Investment Advisor of US Equity. Ms. Yun has more than six years of financial analysis and investment management experience. She came to the Trust from United Technologies Corporation where she was Manager, Portfolio Investments for the company's pension and savings plans. Ms. Yun earned her CFA designation in 2002. She graduated from Wake Forest University with an MBA degree in 1998 and from Xiamen University in 1996 with a BBA degree in international business and finance.

**Michael A. Reeves** On September 1, 2004, the Trust hired Michael A. Reeves to serve as Senior Investment Advisor of Private Equity. Mr. Reeves joined the Trust from FleetBoston Financial Company where he was an Associate overseeing the bank's private equity investments. Previously, he had worked with the State Street Corporation and other entities in the analysis and monitoring of private equity investments. Mr. Reeves graduated from the University of San Francisco with an MBA in 1998 and from Western New England College with a BS degree in finance in 1989.

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